

DJJ Transportation Services, Inc.

*a subsidiary of*

The David J. Joseph Company

June 10, 1998

RECEIVED  
SURFACE TRANSPORTATION  
BOARD

JUN 18 12 58 PM '98

RECORDATION NO. 21474 FILED

JUN 18 '98

12-58 PM

Mr. Vernon Williams  
Recordations Unit  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, DC 20423-0001

RECORDATION NO. 21474 FILED

JUN 18 '98

12-58 PM

Dear Mr. Williams:

Enclosed is an original and one copy of the Memorandum of Railroad Equipment Lease Agreement dated as of May 12, 1998 for (111) railcars between the following parties:

*Primary* → Lessee: Tucson Electric Power Company  
3950 East Irvington Road  
Tucson, AZ 85714

Lessor: DJJ Transportation Services, Inc.  
300 Pike Street  
Cincinnati, OH 45202

Please see Exhibit A attached hereto for the equipment involved in this transaction. Please file this agreement as a primary document.

Enclosed is an original and one copy of the Memorandum of Options, Rights of First Refusal and Remarketing Rights dated as of May 28, 1998 and of the Memorandum of Assignment and Assumption Agreement dated as of May 28, 1998 between the following parties:

Buyer: Star Bank, N.A.  
425 Walnut Street  
Mail Location 8135  
Cincinnati, OH 45201-1038

Seller: DJJ Transportation Services, Inc.  
300 Pike Street  
Cincinnati, OH 45202

300 Pike Street  
Cincinnati, Ohio 45202-4214  
(513) 621-8770  
FAX (513) 345-4422

Mail Address:  
P.O. Box 1078  
Cincinnati, Ohio 45201-1078

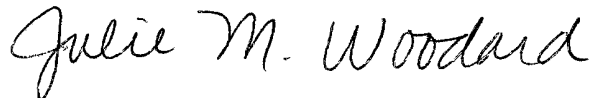
Please see Schedule 1 attached hereto for the equipment involved in each transaction.

Please file these agreements as secondary documents. The lease document to which they are connected is the Tucson Electric Lease for (111) railcars which was submitted for filing above.

The amount of \$26.00 for each agreement is included in the enclosed check No. 437099.

Sincerely,

THE DAVID J. JOSEPH COMPANY

A handwritten signature in cursive script that reads "Julie M. Woodard".

Julie M. Woodard  
Documentation Assistant

Enclosures

**CERTIFICATE**

The undersigned, Julie M. Woodard, notary public in and for the County of Hamilton, State of Ohio, hereby certifies that the copy of the document attached hereto has been compared with the original and that the undersigned has found the copy to be complete and identical in all respects to the original document.

*Julie M. Woodard*  
\_\_\_\_\_  
Notary Public



**JULIE M. WOODARD**  
Notary Public, State of Ohio  
My Commission Expires **Sept. 24, 2002**

JUN 18 '98

12-58 PM

**MEMORANDUM OF  
RAILROAD EQUIPMENT LEASE AGREEMENT**

This **MEMORANDUM OF RAILROAD EQUIPMENT LEASE** ("Memorandum of Lease") entered into this 12<sup>th</sup> day of May, 1998, is intended to evidence the lease dated as of May 12, 1998 (the "Lease"), between **DJJ TRANSPORTATION SERVICES, INC.**, a Delaware corporation ("Lessor"), and **TUCSON ELECTRIC POWER COMPANY**, an Arizona corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under Section 49 of U.S.C. 11301. Lessee has the right to use the one hundred eleven (111) railcars described in Exhibit A attached hereto (the "Units"). Lessee is renting from Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

**IN WITNESS WHEREOF**, Lessor and Lessee, each pursuant to due corporate authority, has executed this Memorandum of Lease on the date indicated below its signature.

**DJJ TRANSPORTATION SERVICES, INC.****TUCSON ELECTRIC POWER COMPANY**By: By: Name: Douglas F. McMillanName: T.A. DelawderTitle: PresidentTitle: Vice PresidentDate: May 12, 1998Date: 5-21-98

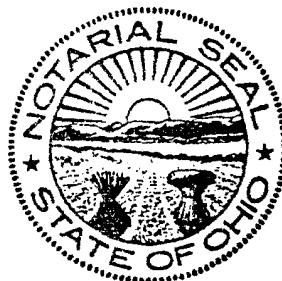
STATE OF OHIO                    )  
  )  
COUNTY OF HAMILTON )       SS:

The foregoing instrument was acknowledged before me this 12<sup>th</sup> day of May, 1998,  
by Douglas F. McMillan, the President of DJJ Transportation Services, Inc., a Delaware  
corporation, on behalf of the corporation.

Julie M Woodard  
Notary Public

My Commission expires:

Sept. 24, 2002



JULIE M. WOODARD  
Notary Public, State of Ohio  
My Commission Expires Sept. 24, 2002

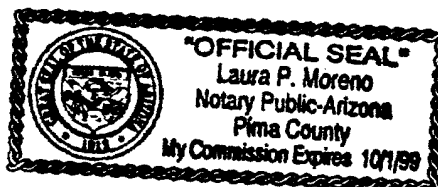
STATE OF ARIZONA                    )  
  )  
COUNTY OF PIMA                    )       SS:

The foregoing instrument was acknowledged before me this 21<sup>ST</sup> day of May,  
1998, by THOMAS A. DELAWDER, the VICE PRESIDENT of Tucson  
Electric Power Company, an Arizona corporation, on behalf of the corporation.

Laura P. Coombs  
Notary Public  
ncc: Laura P. Moreno

My Commission expires:

OCTOBER 1, 1999



## EXHIBIT A

To the Memorandum of Lease dated May 12, 1998, between DJJ Transportation Services, Inc. and Tucson Electric Power Company.

### DESCRIPTION OF UNITS

One hundred eleven (111) railcars bearing reporting marks as follows:

DJJX:	244	341	462	555
	248	345	465	556
	249	347	470	558
	250	354	471	560
	251	359	478	561
	252	371	480	563
	253	374	483	564
	255	376	484	566
	256	378	486	571
	266	379	491	573
	268	382	497	576
	269	383	500	577
	271	385	501	579
	285	393	505	580
	286	395	507	581
	292	397	511	582
	296	408	516	583
	298	412	519	584
	300	413	522	585
	306	414	523	586
	307	418	526	587
	316	419	527	588
	319	421	541	589
	323	455	544	590
	324	460	551	591
	332	461	10122	10153
	334	10105	10145	10162
	340	10118	10151	